

**GATX**

GATX CORPORATION

120 SOUTH RIVERSIDE PLAZA  
CHICAGO, IL 60606  
312-621-6200

RECORDATION NO. 4451-1 FILE 145

JUN 3 1985 - 1 15 PM

LAW DEPARTMENT

INTERSTATE COMMERCE COMMISSION, 28, 1985

Secretary of the Interstate  
Commerce Commission  
Washington, D.C. 20006

RE: General American Transportation Corporation  
Equipment Trust Series 64

6/13/85  
Fee \$ 10.00  
ICC Washington, D.C.

Gentlemen:

Enclosed herewith are five (5) signed copies of a Supplemental Agreement dated as of April 30, 1985, deleting a portion of the railroad cars covered by the above Trust Agreement, together with our check for \$10.00 to cover the filing and recordation fees.

The Trust Agreement was first recorded in the office of the Secretary of the Interstate Commerce Commission on July 27, 1967 under Recordation No. 4451.

The Trust Equipment deleted by the enclosed consists of railroad cars described in the aforementioned documents (primarily railroad cars of various AAR, DOT and ICC classifications) and the road numbers of such cars are listed in said documents.

The names and addresses of the parties referred to in said agreements are:

Citibank, N.A.  
5 Hanover Square  
New York, New York 10043  
Attn: Ronald L. Pierce

GATX Corporation  
120 South Riverside Plaza  
Chicago, Illinois 60606  
Attn: Robert W. Mitchell

If you have any questions, feel free to call me at (312) 621-6603.

Very truly yours,

*Janice M. Alonso*  
Janice M. Alonso

Enc

/jma  
3989D

*Janice M. Alonso*

**Interstate Commerce Commission**  
Washington, D.C. 20423

6/3/85

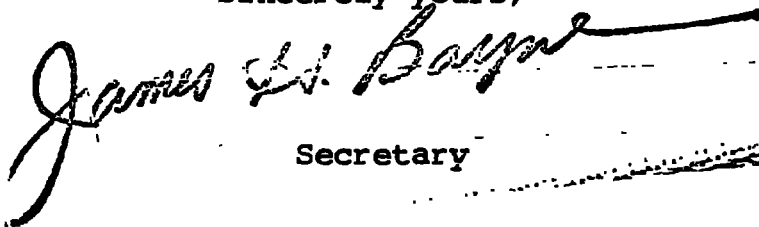
**OFFICE OF THE SECRETARY**

Janice M. Alonso  
GATX Corporation  
120 South Riverside Plaza  
Chicago, Illinois 60606

Dear Ms. Alonso:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/3/85 at 1:15pm and assigned re-recording number(s). 4451-J

Sincerely yours,

  
Secretary

Enclosure(s)

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 64

REGISTRATION NO. 24451-8 FILED 148

JUN 3 1985 · 1 15 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF APRIL 30, 1985

TO EQUIPMENT TRUST AGREEMENT DATED AS OF AUGUST 1, 1967

BY AND BETWEEN

CITIBANK, N.A., TRUSTEE

AND

GATX CORPORATION

(FORMERLY KNOWN AS GENERAL AMERICAN TRANSPORTATION CORPORATION)

Supplemental Agreement dated as of April 30, 1985 by and between Citibank, N.A. , as Trustee, and GATX Corporation, a New York corporation, formerly known as General American Transportation Corporation.

Whereas, the parties hereto entered into an Equipment Trust Agreement dated as of August 1, 1967 (the "Agreement") creating General American Transportation Corporation Equipment Trust, Series 64, which Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 (formerly Section 20c) of the Interstate Commerce Act on July 27, 1967, Recordation No. 4951; and

Whereas, the parties hereto wish to amend Schedule A to the Agreement;

NOW, THEREFORE, the parties hereto agree that Schedule A to the Agreement is hereby amended by:

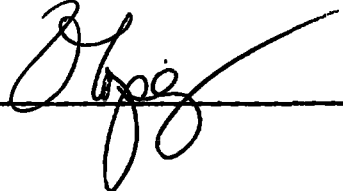
- (a) deleting therefrom the units of Trust Equipment described in Schedule I attached hereto, and
- (b) substituting therefor the units of Equipment described in Schedule II attached hereto.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of April 30, 1985.

CITIBANK, N.A., TRUSTEE

By: 

ATTEST:

  
\_\_\_\_\_

GATX CORPORATION  
(FORMERLY KNOWN AS GENERAL AMERICAN  
TRANSPORTATION CORPORATION)

By: 

Robert W. Mitchell  
Vice President and Treasurer

ATTEST:

  
\_\_\_\_\_  
Assistant Secretary

0732C

STATE OF New York )

) ss.:

COUNTY OF New York )

On this 21st day of MAY, 1985, before me personally appeared Ronald L. Pierce, to me personally known, who, being by me duly sworn, says that he is a Senior Trust Officer of Citibank, N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said BANK, that said instrument was signed and sealed on behalf of said BANK by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Robert F. Frier  
Notary Public

ROBERT F. FRIER  
Notary Public, State of New York  
No. 31-4762885  
\* Qualified in New York County \*  
Commission Expires March 30, 1986

\* \* \* \* \*

STATE OF ILLINOIS)

) ss.:

COUNTY OF COOK )

On this 20th day of May, 1985, before me personally appeared Robert W. Mitchell, to me personally known, who, being by me duly sworn, said that he is Vice President and Treasurer of GATX Corporation, that one of the seals affixed to the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Raigen L. Joig  
Notary Public

**SCHEDULE 1**  
**GENERAL AMERICAN TRANSPORTATION CORPORATION**  
**EQUIPMENT TRUST - SERIES 64**  
**CARS TO BE REMOVED**

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY IN GALLONS</u>	<u>INITIALED AND CAR NUMBERS</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
1 Tank Car	DOT 103-W	6,000	GATX 86803.	\$13,737.00	\$15,062.00	\$ 15,062.00	5-1960	5-1960
2 Tank Cars	DOT 103-W	10,000	GATX 75432, 75435.	8,363.00	6,514.00	13,028.00	9-1957	9-1957
1 Tank Car	DOT 103A-W	8,000	GATX 81064.	11,474.00	9,986.00	9,986.00	4-1959	4-1959
2 Tank Cars	DOT 103AL-W	4,000	GATX 75075, 75076.	20,243.00	17,617.00	35,234.00	3-1959	3-1959
1 Tank Car	DOT 103AL-W	10,000	GATX 73669.	12,927.00	9,853.00	9,853.00	2-1958	2-1958
1 Tank Car	DOT 103AL-W	10,000	GATX 75086.	16,239.00	14,333.00	14,333.00	8-1958	8-1958
3 Tank Cars	DOT 103AL-W	10,000	GATX 87052, 87053, 87061.	14,351.00	10,939.00	32,817.00	3-1958	3-1958
1 Tank Car	DOT 103B-W	8,000	GATX 72410.	10,281.00	8,008.00	8,008.00	12-1957	12-1957
1 Tank Car	DOT 103B-W	8,000	GATX 72466.	10,591.00	8,073.00	8,073.00	1-1958	1-1958
1 Tank Car	DOT 103B-W	8,000	GATX 72481.	11,377.00	10,041.00	10,041.00	9-1958	9-1958
1 Tank Car	DOT 103B-W	8,000	GATX 81702.	12,522.00	15,224.00	15,224.00	11-1961	11-1961
3 Tank Cars	DOT 103B-W	10,000	GATX 81563, 81588, 81594.	12,622.00	13,860.00	41,580.00	1-1961	1-1961
2 Tank Cars	DOT 105A100-W	11,000	GATX 72531, 72534.	11,104.00	8,649.00	17,298.00	12-1957	12-1957
1 Tank Car	DOT 105A300-W	10,800	GATX 72124.	12,553.00	9,778.00	9,778.00	7-1957	7-1957
1 Tank Car	DOT 105A300-W	11,000	GATX 72273.	11,104.00	8,649.00	8,649.00	8-1957	8-1957
2 Tank Cars	DOT 105A300-W	11,000	GATX 72568, 72572.	11,104.00	8,649.00	17,298.00	7-1957	7-1957
2 Tank Cars	DOT 105A300-W	11,000	GATX 73010, 73029.	10,406.00	8,106.00	16,212.00	7-1957	7-1957

SCHEDULE 1  
 GENERAL AMERICAN TRANSPORTATION CORPORATION  
 EQUIPMENT TRUST - SERIES 64  
CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
2 Tank Cars	DOT 105A300-W	11,000	GATX 73046, 73054.	\$10,406.00	\$ 8,106.00	\$ 16,212.00	9-1957	9-1957
1 Tank Car	DOT 105A300-W	11,000	GATX 79295.	10,637.00	8,108.00	8,108.00	2-1958	2-1958
1 Tank Car	DOT 105A500-W	3,100	GATX 80013.	10,566.00	9,326.00	9,326.00	7-1958	7-1958
1 Tank Car	DOT 105A500-W	3,100	GATX 80049.	10,101.00	8,791.00	8,791.00	4-1959	4-1959
1 Tank Car	DOT 111A60-W-1	10,000	GATX 79287.	10,637.00	8,108.00	8,108.00	2-1958	2-1958
1 Tank Car	DOT 111A60-W-1	10,000	GATX 80404.	11,371.00	10,036.00	10,036.00	6-1958	6-1958
1 Tank Car	DOT 111A60-W-1	10,000	GATX 83097.	13,055.00	9,951.00	9,951.00	4-1958	4-1958
2 Tank Cars	ICC 103-W	10,000	GATX 97545, 97552.	14,210.00	22,995.00	45,990.00	10-1966	10-1966
1 Tank Car	ICC 111A100-W-1	15,000	GATX 64170.	15,826.00	25,610.00	25,610.00	9-1966	9-1966
1 Tank Car	ICC 111A100-W-1	20,000	GATX 97659.	15,260.00	24,695.00	24,695.00	12-1966	12-1966
1 Tank Car	ICC 111A100-W-1	20,000	GATX 98887.	15,056.00	24,364.00	24,364.00	10-1966	10-1966
1 Tank Car	ICC 111A100-W-2	12,500	GATX 8299.	13,390.00	21,668.00	21,668.00	7-1966	7-1966
1 Tank Car	ICC 111A100-W-2	12,500	GATX 98327.	12,786.00	19,967.00	19,967.00	2-1967	2-1967
1 Tank Car	ICC 111A60-W-1	10,000	GATX 81757.	10,548.00	17,069.00	17,069.00	12-1966	12-1966



SCHEDULE 11  
GENERAL AMERICAN TRANSPORTATION CORPORATION  
EQUIPMENT TRUST - SERIES 64  
CARS TO BE SUBSTITUTED

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY</u>	<u>INITIALED AND CAR NUMBERS</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
1 Tank Car	DOT 112A400-W	23,000	GATX 84228.	\$16,679.00	\$21,509.00	\$ 21,509.00	1-1963	1-1963
1 Tank Car	DOT 111A100-W-1	20,000	GATX 87465.	14,154.00	19,863.00	19,863.00	10-1963	10-1963
10 Tank Cars	DOT 111A100-W-1	20,000	GATX 85812, 85814-85818, 85820, 85821, 85824, 85825.	14,610.00	20,503.00	205,030.00	5-1963	5-1963
1 Tank Car	DOT 111A100-W-1	20,000	GATX 80876.	13,784.00	17,776.00	17,776.00	3-1963	3-1963
1 Tank Car	DOT 111A100-W-1	20,000	GATX 80921.	11,729.00	15,125.00	15,125.00	2-1963	2-1963
4 Tank Cars	DOT 111A100-W-1	20,000	GATX 80939, 80943, 80957, 80967.	13,784.00	17,776.00	71,104.00	2-1963	2-1963
3 Tank Cars	DOT 111A100-W-1	20,000	GATX 39741-39743.	16,961.00	23,803.00	71,409.00	10-1963	10-1963
1 Tank Car	DOT 111A100-W-1	20,000	GATX 39387.	12,400.00	16,029.00	16,029.00	7-1962	7-1962
1 Tank Car	DOT 111A100-W-1	20,000	GATX 39411.	14,477.00	18,714.00	18,714.00	10-1962	10-1962
1 Tank Car	DOT 111A100-W-1	20,000	GATX 39422.	13,302.00	17,195.00	17,195.00	7-1962	7-1962
1 Tank Car	DOT 111A100-W-1	20,000	GATX 39455.	14,198.00	18,353.00	18,353.00	12-1962	12-1962
2 Tank Cars	DOT 111A100-W-1	20,000	GATX 39481, 39484.	14,347.00	20,134.00	40,268.00	5-1963	5-1963